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U.S. DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA

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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA**

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

VERDE RETIREMENT LLC, a California
limited liability company, VERDE FX
NEVADA, LLC, a California limited
liability company, COVENANT
CAPITAL PARTNERS, a California
corporation, and STEVEN L.
HAMILTON, an individual,

Defendants.

Case No. 12-cv-00445-DMS (BLM)

**FINAL JUDGMENT AS
TO DEFENDANT VERDE
RETIREMENT, LLC**

1 This matter came on for hearing on the Motion of Plaintiff Securities and
2 Exchange Commission ("Commission") for Entry of Final Judgment Against
3 Defendant Verde Retirement, LLC ("Verde" or "Defendant"). The Court, having
4 considered the Commission's Motion, and all other evidence and argument
5 presented regarding the Motion, and good cause appearing, the Court ORDERS as
6 follows:

7 The Commission's Motion is GRANTED.

8 Accordingly:

9 I.

10 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant
11 and Defendant's agents, servants, employees, attorneys, and all persons in active
12 concert or participation with them who receive actual notice of this Final Judgment
13 by personal service or otherwise are permanently restrained and enjoined from
14 violating Section 5 of the Securities Act of 1933 (the "Securities Act") [15 U.S.C.
15 § 77e] by, directly or indirectly, in the absence of any applicable exemption:

- 16 (a) Unless a registration statement is in effect as to a security, making use
17 of any means or instruments of transportation or communication in
18 interstate commerce or of the mails to sell such security through the
19 use or medium of any prospectus or otherwise;
- 20 (b) Unless a registration statement is in effect as to a security, carrying or
21 causing to be carried through the mails or in interstate commerce, by
22 any means or instruments of transportation, any such security for the
23 purpose of sale or for delivery after sale; or
- 24 (c) Making use of any means or instruments of transportation or
25 communication in interstate commerce or of the mails to offer to sell
26 or offer to buy through the use or medium of any prospectus or
27 otherwise any security, unless a registration statement has been filed
28 with the Commission as to such security, or while the registration

1 statement is the subject of a refusal order or stop order or (prior to the
2 effective date of the registration statement) any public proceeding or
3 examination under Section 8 of the Securities Act [15 U.S.C. § 77h].

4 II.

5 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that
6 Defendant and Defendant's agents, servants, employees, attorneys, and all persons
7 in active concert or participation with them who receive actual notice of this Final
8 Judgment by personal service or otherwise are permanently restrained and enjoined
9 from violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)] in the offer
10 or sale of any security by the use of any means or instruments of transportation or
11 communication in interstate commerce or by use of the mails, directly or
12 indirectly:

- 13 (a) to employ any device, scheme, or artifice to defraud;
14 (b) to obtain money or property by means of any untrue statement of a
15 material fact or any omission of a material fact necessary in order to
16 make the statements made, in light of the circumstances under which
17 they were made, not misleading; or
18 (c) to engage in any transaction, practice, or course of business which
19 operates or would operate as a fraud or deceit upon the purchaser.

20 III.

21 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that
22 Defendant and Defendant's agents, servants, employees, attorneys, and all persons
23 in active concert or participation with them who receive actual notice of this Final
24 Judgment by personal service or otherwise are permanently restrained and enjoined
25 from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act
26 of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated
27 thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of
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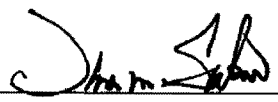
1 interstate commerce, or of the mails, or of any facility of any national securities
2 exchange, in connection with the purchase or sale of any security:

- 3 (a) to employ any device, scheme, or artifice to defraud;
- 4 (b) to make any untrue statement of a material fact or to omit to state a
5 material fact necessary in order to make the statements made, in the
6 light of the circumstances under which they were made, not
7 misleading; or
- 8 (c) to engage in any act, practice, or course of business which operates or
9 would operate as a fraud or deceit upon any person.

10 IV.

11 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that
12 this Court shall retain jurisdiction of this matter for the purposes of enforcing the
13 terms of this Final Judgment.

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16 Dated: 3-28-13

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20 HON. DANA M. SABRAW
21 UNITED STATES DISTRICT JUDGE
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